



PUBLIC NOTICE

Federal Communications Commission
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DA 18-1183

November 19, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF ASSETS
OF JKM CONSULTING, INC. D/B/A M² CONNECTIONS BY SOUTHERN LIGHT, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-323

Comments Due: December 3, 2018

Reply Comments Due: December 10, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by JKM Consulting, Inc. d/b/a M² Connections (M² Connections) and Southern Light, LLC (Southern Light) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting Commission approval for the transfer of the regulated assets owned by M² Connections to Southern Light.¹

M² Connections, an Alabama corporation, owns and operates a fiber-optic network of over 240 miles and provides competitive services in the rural, east-central region of Alabama that includes Calhoun, Cleburne, Talladega, Clay, and Randolph Counties.

Southern Light, an Alabama limited liability company, owns and operates a fiber optic network and provides competitive backhaul services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Pennsylvania, and South Carolina. Southern Light is an indirect subsidiary of Uniti Group, Inc. (Uniti Group), a publicly traded Maryland corporation, that does not provide telecommunications services.² Applicants further state that the

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Application of JKM Consulting, Inc., d/b/a M² Connections and Southern Light, LLC for Consent to Transfer Assets Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 18-323 (filed Oct. 19, 2018) (Application). Applicants state that they are also filing an application for the transfer of authorizations associated with wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. On November 2, 2018 Applicants filed a supplement to their domestic section 214 application. Letter from Joshua T. Guyan, Counsel to Southern Light, to Marlene Dortch, Secretary, FCC, WC Docket No. 18-323 (filed Nov. 2, 2018). On November 13, 2018, Applicants filed an amendment to the Application. Amendment to the Application of JKM Consulting, Inc., d/b/a M² Connections and Southern Light, LLC for Consent to Transfer Assets Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 18-323 (filed Nov. 13, 2018) (Amendment to Application).

² In their application, Applicants list several U.S. holding companies sitting between Uniti Group and

Vanguard Group Inc. (Vanguard), a U.S. based investment company, holds 10.2 percent of Uniti Group.³ Applicants state that, in addition to Southern Light, Uniti Group subsidiaries include the following providers of competitive telecommunications services: Talk America Services, LLC (Talk America), a Delaware limited liability company, serving as a reseller of telecommunications services in all states and the District of Columbia, except Alaska, California, and Hawaii;⁴ Contact Network, LLC (Contact Network), an Alabama limited liability company, serving as a facilities-based provider of data and voice services in Alabama, Illinois, Louisiana, and Mississippi; and Uniti Fiber LLC (Unity Fiber), a Delaware limited liability company, providing cellular site backhaul and other services primarily to other carriers in Alabama, California, Florida, Michigan, North Carolina, Ohio, South Carolina, Texas, and Wisconsin.⁵

Pursuant to the terms of the proposed transaction, M² Connections will be merged with and into Southern Light. Following the consummation of the transaction, Applicants state that M² Connections will cease to exist, and all the assets associated with M² Connections' regulated operations, including its network facilities and customer base, will reside with Southern Light. Applicants assert that there is little or no overlap between the current network operations of Southern Light, and its affiliates, and the operations of M² Connections.⁶ Applicants assert the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁷

Domestic Section 214 Application Filed for the Acquisition of Assets of M² Connections by Southern Light, LLC, WC Docket No. 18-323 (filed Oct. 19, 2018).

GENERAL INFORMATION

Southern Light. Application at Attach. 2.

³ In their Amendment to the Application, Applicants provide information on Vanguard's officers and board members as well as various telecommunications providers for which Vanguard holds a 10 percent or greater interest. Amendment to Application at 2-3.

⁴ Applicants state that Talk America currently has applications pending before the Commission to discontinue the provision of telecommunications services and withdraw its operating authority in the following states: Connecticut, District of Columbia, Kansas, Louisiana, Massachusetts, Maine, Mississippi, Montana, New Hampshire, Nevada, Rhode Island, Vermont, and West Virginia. Application at Attach. 1.

⁵ Applicants state that Unity Group is also the ultimate parent of the following subsidiaries which provide competitive telecommunications services: PEG Bandwidth Operating Companies, providing data and voice services, through its various subsidiaries, in multiple states; Hunt Telecommunications, LLC, a facilities-based provider of data and voice services in Colorado and Louisiana; and Nexus Systems, primarily providing telecommunications services in Louisiana. *Id.*

⁶ Applicants state that Talk America operates solely as a reseller in Alabama while Uniti Fiber and Contact Network have no areas of overlap with M² Connections. Applicants further state M² Connections network has roughly 10 fiber route miles that may overlap (or be proximate to) Southern Light's total network. These areas of overlap, according to the Applicants, are located in and around Oxford and Anniston, Alabama. Application at 8.

⁷ 47 CFR § 63.03(b)(2)(i).

The acquisition of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before December 3, 2018**, and reply comments **on or before December 10, 2018**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov; and
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

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